



Condensed Interim Financial Statements

For the Three Months Ended January 31, 2018

(Unaudited - Expressed in Canadian Dollars)

The accompanying unaudited condensed interim financial statements of Commerce Resources Corp. for the three months ended January 31, 2018, have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. These condensed interim financial statements have not been reviewed by the Company's external auditor

Commerce Resources Corp.

Condensed Interim Statements of Financial Position

As expressed in Canadian dollars

(Unaudited – prepared by management)

	January 31, 2018	October 31, 2017
Assets		
Current		
Cash	\$ 24,428	11,916
Marketable securities	36,124	34,803
Short term investment (Note 5)	79,500	174,500
GST/HST receivable	18,995	21,513
Prepaid expenses	93,711	104,561
	252,758	347,293
Equipment (Note 7)	441,958	449,819
Exploration and evaluation assets (Note 8 and Schedule I)	61,371,377	61,219,466
Reclamation bonds	82,000	82,000
	\$ 62,148,093	62,098,578
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 15)	\$ 1,123,132	999,093
Due to related parties (Note 12)	643,195	444,320
Liability for flow-through shares (Note 15)	-	31,513
	1,766,327	1,474,926
Shareholders' Equity		
Share capital (Note 9)	83,701,427	83,701,427
Reserves (Note 10)	9,153,914	9,153,914
Accumulated other comprehensive income	16,697	15,376
Deficit	(32,490,272)	(32,247,065)
	60,381,766	60,623,652
	\$ 62,148,093	62,098,578

Approved and authorized by the Board of Directors on March 16, 2018:

“Christopher Grove”

Director

“David Hodge”

Director

The accompanying notes are an integral part of these condensed interim financial statements.

Commerce Resources Corp.

Condensed Interim Statements of Operations and Comprehensive Loss

For the three months ended January 31,

As expressed in Canadian dollars

(Unaudited – prepared by management)

	2018	2017
Expenses		
Administration fees and rent (Note 11)	\$ 90,000	\$ 113,810
Advertising and website	77,511	114,438
Consulting fees (recovery) (Note 12)	37,045	(4,476)
Filing and transfer agent fees	7,029	12,836
Insurance	2,823	2,823
Investor relations	16,260	4,601
Office, telephone and miscellaneous (Note 11)	3,691	15,783
Professional fees	12,629	60,060
Travel expenses	12,909	17,861
Loss before other items	(259,897)	(337,736)
Other items:		
Interest income	482	177
Interest expense	(15,305)	(16,675)
Gain on disposition of asset backed commercial paper (Note 6)	-	1,621
	(14,823)	(14,877)
Loss before income taxes	(274,720)	(352,613)
Deferred income tax recovery (Note 15)	31,513	83,520
Net loss for the period	(243,207)	(269,093)
Other comprehensive income for the period		
Change in fair value of available-for-sale financial assets	1,321	20,310
Comprehensive income for the period	1,321	20,310
Net loss and comprehensive loss for the period	\$ (241,886)	\$ (248,783)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding – basic and diluted	290,498,062	248,075,030

The accompanying notes are an integral part of these condensed interim financial statements.

Commerce Resources Corp.

Condensed Interim Statements of Changes in Equity

For the three months ended January 31, 2018 and 2017

As expressed in Canadian dollars

(Unaudited – prepared by management)

	Number of Shares	Share Capital	Share Subscriptions Received	Reserves	Accumulated Other Comprehensive Loss	Deficit	Total
Balance, October 31, 2016	259,508,950	\$ 81,086,544	\$ -	\$ 8,455,888	\$ 9,022	\$ (30,698,154)	\$ 58,853,300
Share subscriptions received	-	-	258,923	-	-	-	258,923
Share issue costs	-	(4,287)	-	-	-	-	(4,287)
Change in fair value of available- for-sale financial assets	-	-	-	-	20,183	-	20,183
Disposition of asset backed commercial paper	-	-	-	-	127	-	127
Net loss for the period	-	-	-	-	-	(269,093)	(269,093)
Balance, January 31, 2017	259,508,950	\$ 81,082,257	\$ 258,923	\$ 8,455,888	\$ 29,332	\$ (30,967,247)	\$ 58,859,153
	Number of Shares	Share Capital	Share Subscriptions Received	Reserves	Accumulated Other Comprehensive Loss	Deficit	Total
Balance, October 31, 2017	309,589,908	\$ 83,701,427	\$ -	\$ 9,153,914	\$ 15,376	\$ (32,247,065)	\$ 60,623,652
Change in fair value of available- for-sale financial assets	-	-	-	-	1,321	-	1,321
Net loss for the period	-	-	-	-	-	(243,207)	(243,207)
Balance, January 31, 2018	309,589,908	\$ 83,701,427	\$ -	\$ 9,153,914	\$ 16,697	\$ (32,490,272)	\$ 60,381,766

The accompanying notes are an integral part of these condensed interim financial statements.

Commerce Resources Corp.

Condensed Interim Statements of Cash Flows

For the three months ended January 31,

As expressed in Canadian dollars

(Unaudited – prepared by management)

	2018	2017
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES:		
Net income (loss) for the period	\$ (243,207)	\$ (269,093)
Add (deduct) items not affecting cash:		
Deferred income tax recovery	(31,513)	(83,520)
(Gain) on disposition of asset-backed commercial paper	-	(1,622)
Changes in non-cash working capital items related to operations:		
Amounts receivable	-	-
GST/HST receivable	2,518	49,282
Prepaid expenses	10,850	10,345
Due to (from) related parties	198,875	269,690
Accounts payable and accrued liabilities	124,039	260,085
Net cash flows from (used in) operating activities	61,562	235,167
CASH FLOWS FROM FINANCING ACTIVITIES:		
Share subscriptions received	-	258,923
Issue of share capital, net of share issuance costs	-	(4,287)
Net cash flows from financing activities	-	254,636
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES:		
Short term investment	95,000	-
Redemption of Asset-backed commercial paper	-	1,749
Proceeds from sale of claims in exploration and evaluation assets	25,000	-
Exploration and evaluation costs, net of tax credits received	(169,050)	(387,768)
Net cash flows (used in) investing activities	(49,050)	(386,019)
Increase (decrease) in cash and cash equivalents	12,512	103,784
Cash and cash equivalents, beginning of period	11,916	253,187
Cash and cash equivalents, end of period	\$ 24,428	\$ 356,971

Supplemental disclosure with respect to cash flows – Note 14

The accompanying notes are an integral part of these condensed interim financial statements.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements
For the three months ended January 31, 2018 and 2017
Expressed in Canadian Dollars
(Unaudited – prepared by management)

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Commerce Resources Corp. (“Commerce” or the “Company”) was incorporated on May 19, 1999, under the Company Act of British Columbia and is in the business of acquiring, exploring, developing and evaluating mineral resource properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. The Company is in the exploration stage and has interests in properties located in British Columbia (“BC”) and Quebec, Canada. Commerce is a public company listed on Tier 1 of the TSX Venture Exchange in Canada (“CCE”) and the Frankfurt Stock Exchange in Germany (“D7H”). The head office, principal address and registered and records office of the Company are located at 1450 – 789 West Pender, Vancouver, BC, Canada, V6C 1H2.

These condensed interim financial statements were authorized for issue by the Audit Committee and Board of Directors on March 20, 2018.

The Company has no source of operating cash flows, has not yet achieved profitable operations, has a working capital deficit of \$1,513,569 at January 31, 2018 (October 31, 2017 - \$1,127,633), has accumulated losses since its inception, expects to incur further losses in the development of its business, and has no assurance that sufficient funding will be available to conduct further exploration of its mineral properties. These material uncertainties cast significant doubt about the Company’s ability to continue as a going concern and, accordingly, the appropriateness of the use of generally accepted accounting principles applicable to a going concern. In recognition of these circumstances, management is pursuing various financial alternatives to fund the Company’s exploration and development programs. There is no assurance that these initiatives will be successful.

In the future, the Company may raise additional financing through the issuance of share capital or shareholder loans, however, there can be no assurance that it will be successful in its efforts to do so and that the terms will be favourable to the Company. These financial statements do not include any adjustments to the carrying values of assets and liabilities, the reported expenses and statement of financial position classifications that might be necessary should the Company be unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Management is actively seeking to raise the necessary capital to meet its funding requirements and has undertaken available cost-cutting measures. There can be no assurance that management’s plan will be successful. If the going concern assumption were not appropriate for these financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used. Such adjustments could be material.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company has no source of revenue, and has significant cash requirements to meet its administrative overhead and maintain its mineral interests.

2. BASIS OF PRESENTATION

Statement of Compliance

These condensed interim statements are prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”), applicable to the presentation of interim financial statements, including IAS 34, Interim Financial Reporting.

Basis of Measurement

These financial statements have been prepared on a historical costs basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, this financial statement has been prepared using the accrual basis of accounting.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements
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2. BASIS OF PRESENTATION - continued

Basis of Measurement - continued

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

Estimates and assumptions

In particular, information about significant areas of estimation uncertainty considered by management in preparing the financial statements includes:

- The recoverability of the carrying value of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest;
- The accrued liability to indemnify shareholders for taxes and penalties related to the unspent portion of the commitment for the flow through shares issued;
- The inputs used in assessing the recoverability of deferred income tax assets to the extent that the deductible temporary differences will reverse in the foreseeable future and that the Company will have future taxable income;
- Management's assumption that there are currently no decommissioning liabilities is based on the facts and circumstances that have existed during the periods; and
- The determination of fair value of asset-backed commercial paper based on numerous assumptions, including interest and market risk rates, and factors that are beyond the Company's control such as the ultimate settlement amounts, timing of settlement and changes in the credit ratings. The fair value of the asset-backed commercial paper is subject to uncertainty and it is reasonably possible that the recognized amount could change by a material amount in the near term.

Judgments

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies from those involving estimations that have the most significant effect on the amounts recognized in the Company's financial statements are as follows:

- Economic recoverability and probability of future economic benefits of exploration, evaluation and development costs

Management has determined that exploratory drilling, evaluation, development and related costs incurred which have been capitalized are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic information, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

- Production stage of a mine

The determination of the date on which a mine enters the production stage is a significant judgment since capitalization of certain costs ceases upon entering production.

Commerce Resources Corp.

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3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS - continued

Judgments - continued

- Provisions for reclamation

Management assesses its provision for reclamation on an annual basis or when new information becomes available. This assessment includes the estimation of the future rehabilitation costs, the timing of these expenditures, and the impact of changes in discount rates. The actual future expenditures may differ from the amounts currently provided if the estimates made are significantly different than actual results or if there are significant changes in environmental and/or regulatory requirements in the future.

- Going concern

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its exploration projects and working capital requirements.

4. SIGNIFICANT ACCOUNTING POLICIES

The policies applied in these condensed interim financial statements are consistent with policies disclosed in Note 4 of the financial statements for the year ended October 31, 2017. Therefore, these condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended October 31, 2017.

5. SHORT TERM INVESTMENTS

At January 31, 2018, the Company had two guaranteed investment certificate ("GICs"), totaling \$79,500 (October 31, 2017: \$174,500). The GICs will mature within one year with an interest rate of prime less 2.1%.

6. INVESTMENTS IN ASSET-BACKED COMMERCIAL PAPER

During the year ended October 31, 2017, the Company has sold all of its ABCP and received payments from settlement of \$51,453 and recognized a gain on sale of ABCP of \$48,663.

Reconciliation of level 3 fair value measurements of ABCP is as follows:

October 31, 2016	5,471
Settlements	(2,790)
Unrealized gains in other comprehensive income	(2,681)
October 31, 2017 and January 31, 2018	\$ -

Commerce Resources Corp.

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7. EQUIPMENT

	<u>Field Equipment</u>	<u>Field Office Building</u>	<u>Leasehold Improvements</u>	<u>Land</u>	<u>Total</u>
Costs					
January 31, 2018 and October 31, 2017	\$ 316,931	\$ 303,748	\$ 255,796	\$ 120,282	\$ 996,757
Accumulated Amortization					
October 31, 2016	\$ 316,931	92,690	104,804	-	514,425
Additions	-	11,197	21,316	-	32,513
October 31, 2017	316,931	103,887	126,120	-	546,938
Additions	-	2,532	5,329	-	7,861
January 31, 2018	\$ 316,931	\$ 106,419	\$ 131,449	\$ -	\$ 554,799
Net Book Value					
October 31, 2017	\$ -	\$ 199,861	\$ 129,676	\$ 120,282	\$ 449,819
January 31, 2018	\$ -	\$ 197,329	\$ 124,347	\$ 120,282	\$ 441,958

During the three months ended January 31, 2018, \$7,861 (January 31, 2017: \$8,128) of amortization has been capitalized to Exploration and Evaluation Assets.

8. EXPLORATION AND EVALUATION ASSETS

The following is a description of the Company's most significant property interests and related spending commitments (see Schedule I for a detailed breakdown):

Blue River Claims – (formerly known as the Upper Fir, Verity and Fir Claims)

The Company has a 100% interest in its Blue River claims, located in the Blue River region of the Kamloops Mining District of B.C., Canada, all of which were acquired by staking.

Eldor Claims

The Company acquired, by staking and a purchase agreement, a 100% interest in the Eldor Carbonatite Complex, located in the Labrador Trough area of Quebec, Canada. During the year ended October 31, 2007, the Company purchased 8 mineral claims from Virginia Mines Inc. ("Virginia Mines"), which cover a portion of the Eldor Carbonatite. These claims are adjacent to the approximately 88 claims staked by the Company. The Company currently has 244 claims covering 11,475 hectares.

Virginia Mines retains a 1% net smelter royalty on the 8 claims purchased from them. As well, 5 of the 8 claims are subject to an underlying 5% net profit royalty, which can be purchased for \$500,000.

During the year ended October 31, 2017, 1,175,000 stock options with an exercise price of \$0.065 per were granted to geologists conducting exploration activities of Eldor Claims. The Company capitalized a total of \$60,741 in share based payments as resources properties pursuant to the option grants. As of October 31, 2017, the Company has recorded \$34,761 (2016: \$34,761) of mining tax payable in accounts payable and accrued liabilities due to adjustments made by Revenue Quebec.

Other Claims – British Columbia, Canada

Other claims consist of mineral claims located in B.C., Canada known as the Alan Parson and Carbo claims.

By September 23, 2011, Canadian International minerals Inc. ("CIN") acquired 100% interest in the Carbo Property. The Company will retain its 2% NSR royalty on the property.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements
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9. SHARE CAPITAL

a) Authorized: Unlimited common shares with no par value.

b) Issued and outstanding:

The total issued and outstanding shares of the Company total 309,589,908 as at January 31, 2018 (October 31, 2017: 309,289,908).

During the year ended October 31, 2017:

On February 16, 2017, the Company completed a non-brokered private placement financing (the “Financing”) of 34,350,450 units (a “Unit”), at a price of \$0.05 per Unit, for gross proceeds of \$1,717,523. Each Unit consists of one common share of the Company (each, a “Share”) and one share purchase warrant (each, a “Warrant”). Each Warrant is exercisable into one additional Share at a price of \$0.075 per Share in the first year after issuance and at \$0.10 per Share in the second year after issuance. The Company paid cash finders fees of \$12,950 and issued 259,000 share purchase warrants (the “Finder’s Warrants”) to two finders in connection with certain subscriptions in the Financing. The Finder’s Warrants have the same terms as the Warrants. The securities issued under the Financing, and the Shares that may be issuable on exercise of the Warrants and the Finder’s Warrants, are subject to a statutory hold period expiring on June 17, 2017.

On May 26, 2017, the Company completed a non-brokered private placement financing (the “Financing”) of 15,710,508 units (a “Unit”), at a price of \$0.06 per Unit, for gross proceeds of \$942,630. Each Unit consists of one common share of the Company (each, a “Share”) and one share purchase warrant (each, a “Warrant”). Each Warrant is exercisable into one additional Share at a price of \$0.075 per Share in the first year after issuance and at \$0.10 per Share in the second year after issuance. The Company paid cash finders fees of \$1,918 and issued 31,962 share purchase warrants (the “Finder’s Warrants”) to one finder in connection with certain subscriptions in the Financing. The Finder’s Warrants have the same terms as the Warrants. The securities issued under the Financing, and the Shares that may be issuable on exercise of the Warrants and the Finder’s Warrants, are subject to a statutory hold period expiring on September 27, 2017.

On September 26, 2017, 20,000 warrants priced at \$0.075 were exercised for gross proceeds of \$1,500.

c) Share purchase warrants:

The following is a summary of share purchase warrant transactions for the three months ended January 31, 2018 and the year ended October 31, 2017:

	January 31, 2018		October 31, 2017	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Balance, beginning of period	69,339,623	\$ 0.10	19,298,665	\$ 0.10
Issued	-	-	50,060,958	0.10
Exercised	-	-	(20,000)	0.075
Balance, end of period	69,339,623	\$ 0.10	69,339,623	\$ 0.10

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements
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Expressed in Canadian Dollars
(Unaudited – prepared by management)

9. SHARE CAPITAL - continued

c) Share purchase warrants: - continued

The following share purchase warrants were outstanding and exercisable as at January 31, 2018 and October 31, 2017:

Expiry Date	Weighted Average Remaining Contractual Life (Years)	Exercise Price	January 31, 2018 Number of Warrants	October 31, 2017 Number of Warrants
June 30, 2018	0.41	\$0.10	15,598,665	15,598,665
August 12, 2018	0.53	\$0.10	3,700,000	3,700,000
February 16, 2019	1.04	\$0.10	34,350,450	34,350,450
May 26, 2019	1.32	\$0.10*	15,690,508	15,690,508
Total Outstanding and Exercisable	0.94	\$0.10	69,339,623	69,339,623

*Exercise price for warrants is \$0.075 in the first year and \$0.10 in the second year

d) Agents' warrants:

The following is a summary of agents' warrant transactions for the three months ended January 31, 2018 and the year ended October 31, 2017:

	January 31, 2018		October 31, 2017	
	Number of Agents' Warrants	Weighted Average Exercise Price	Number of Agents' Warrants	Weighted Average Exercise Price
Balance, beginning of period	3,030,908	\$ 0.09	2,739,946	\$ 0.09
Issued	-	-	290,962	0.10
Expired	(1,061,750)	0.11	-	-
Balance, end of period	1,969,158	\$ 0.08	3,030,908	\$ 0.09

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements
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(Unaudited – prepared by management)

9. SHARE CAPITAL - continued

d) Agents' warrants: - continued

The following agents' warrants were outstanding and exercisable as at January 31, 2018 and October 31, 2017:

Expiry Date	Weighted Average Remaining Contractual Life (Years)	Exercise Price	January 31, 2018 Number of Agents' Warrants	October 31, 2017 Number of Agents' Warrants
November 27, 2017	-	\$0.11	-	900,234
December 22, 2017	-	\$0.11	-	34,116
December 24, 2017	-	\$0.11	-	127,400
June 30, 2018	0.41	\$0.075	1,043,407	1,043,407
August 12, 2018	0.53	\$0.075	259,000	259,000
August 12, 2018	0.53	\$0.095	375,789	375,789
February 16, 2019	1.04	\$0.10	259,000	259,000
May 26, 2019	1.32	\$0.10*	31,962	31,962
Total Outstanding and Exercisable	0.23	\$0.08	1,969,158	3,030,908

*Exercise price for warrants is \$0.075 in the first year and \$0.10 in the second year

10. SHARE-BASED PAYMENTS

The Company has a stock option plan for officers, directors, employees and consultants. Options are granted with an exercise price determined by the Board of Directors, which may not be less than 25% of the Company's stock price on the date of the grant. Options granted to directors, employees and consultants other than consultants engaged in investor relations activities will vest immediately. However, for options granted to employees and consultants engaged in investor relations activities will vest in stages over a minimum period of 12 months with no more than one-quarter of the options vesting in any three-month period.

The following is a summary of option transactions under the Company's stock option plan for the three months ended January 31, 2018 and the year ended October 31, 2017:

	January 31, 2018		October 31, 2017	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, beginning of period	17,152,320	\$ 0.08	3,830,000	\$ 0.15
Granted	-	-	13,372,320	0.065
Expired/Cancelled	-	-	(50,000)	0.065
Balance, end of period	17,152,320	\$ 0.08	17,152,320	\$ 0.08

Commerce Resources Corp.

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10. SHARE-BASED PAYMENTS - continued

The following stock options were outstanding and exercisable as at January 31, 2018:

Expiry Date	Exercise Price	Number of Options	Contractual Life (Years)
February 8, 2018***	\$0.15	3,730,000	0.02
May 15, 2018	\$0.10	100,000	0.28
June 6, 2022	\$0.07	13,322,320	4.35
Total Outstanding and Exercisable		17,152,320	3.38

*** Expired subsequent to January 31, 2018

On June 6, 2017, the Company granted 13,372,320 incentive stock options, exercisable into one common share of the Company at a price of \$0.065 per share for a period of 5 years. Of the total, 5,500,000 options were granted to directors and officers of the Company.

11. COMMITMENTS

On May 1, 2008, the Company entered into a Management & Administration Agreement (“Agreement”) with Zimtu Capital Corp. (“Zimtu”). Under the terms of the agreement, Zimtu will provide the Company with administrative and managerial services, including corporate maintenance, continuous disclosure services, rent, and office space, over a period of 12 months. The agreement has been renewed in prior years and on December 1, 2017, the Company renewed the agreement for another period of 12 months at \$30,000 per month.

12. RELATED PARTY TRANSACTIONS

During the three months ended January 31, 2018 and 2017, the Company incurred the following transactions with officers or directors of the Company or companies with common directors:

	Three months ended January 31,	
	2018	2017
	\$	\$
Key management compensation*		
Geological services	24,969	169,641
Consulting services	29,415	113,810
Administrative fees	90,000	113,810
Advertising and promotion	56,527	20,987
Total	200,911	304,438

	January 31,	October 31,
	2018	2017
	\$	\$
Amounts due to (from) related parties		
Dahrouge Geological Consulting (a)	265,850	247,939
Axel Hoppe, Director	56,520	43,788
Zimtu Capital Corp. (b)	320,825	152,593
Due to related parties – Net total	643,195	444,320

(a) A company controlled by a director of the Company, Jody Dahrouge.

(b) A company with common directors and management providing key management services.

* Key management includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including the Company’s executive officers and certain members of its Board of Directors.

Commerce Resources Corp.

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12. RELATED PARTY TRANSACTIONS - continued

The Company granted nil (2017: 1,175,000) stock options to employees of Dahrouge Geological Consulting valued at \$nil (2017: \$60,714). The amount has been capitalized to resource expenditures. Please also see Note 10.

The terms and conditions of these transactions with key management and their related parties were no more favourable than those available, or which might reasonably be expected to be available, or similar transactions to non-key management related entities on an arm's length basis.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

13. FINANCIAL INSTRUMENTS

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with risk management policies as set out herein.

a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash, short term investments, amounts receivable, due from related parties and investments in asset-backed commercial paper are subject to credit risk for a maximum of the amounts shown on the statements of financial position. The Company monitors its credit risk management practices continuously to evaluate their effectiveness.

At January 31, 2018, the Company held cash of \$24,428 (October 31, 2017: \$11,916) and short term investments of \$79,500 (October 31, 2017: \$174,500) with Canadian chartered banks.

The Company mitigates credit risk on these financial instruments by adhering to its investment policy that outlines credit risk parameters and concentration limits.

b) Liquidity Risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation.

As at January 31, 2018, the Company has total current liabilities of \$1,766,327 (October 31, 2017: \$1,474,926). Management intends to meet these obligations by raising funds through future financings.

c) Market Risk

Market risk consists of currency risk, commodity price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns. The Company's marketable securities and investment in asset-backed commercial paper are subject to market risk.

Commerce Resources Corp.

Notes to the Condensed Interim Financial Statements
For the three months ended January 31, 2018 and 2017
Expressed in Canadian Dollars
(Unaudited – prepared by management)

13. FINANCIAL INSTRUMENTS - continued

- i) **Currency Risk**
Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. Although the Company is in the exploration stage and has not yet developed commercial mineral interests, the underlying commodity price for minerals is impacted by changes in the exchange rate between the Canadian and United States dollar. As all of the Company's transactions are denominated in Canadian dollars, the Company is not significantly exposed to foreign currency exchange risk at this time.
- ii) **Commodity Price Risk**
Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar, as outlined above. As the Company has not yet developed commercial mineral interests, it is not exposed to commodity price risk at this time.
- iii) **Interest Rate Risk**
Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company invests part of the cash balance in a variable rate GIC. The exposure to interest rate risk, however, is limited due to the short-term nature of the GIC.

d) **Fair Value**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets measured at fair value as at January 31, 2018 and October 31, 2017:

	As at January 31, 2018		
	Level 1	Level 2	Level 3
Cash	\$ 24,428	\$ -	\$ -
Short term investments	79,500	-	-
Marketable securities	36,124	-	-
	\$ 140,052	\$ -	\$ -

	As at October 31, 2017		
	Level 1	Level 2	Level 3
Cash	\$ 11,916	\$ -	\$ -
Short term investments	174,500	-	-
Marketable securities	34,803	-	-
	\$ 221,219	\$ -	\$ 5,471

Commerce Resources Corp.

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(Unaudited – prepared by management)

13. FINANCIAL INSTRUMENTS – continued

e) Capital Management

Capital is comprised of the Company's shareholders' equity and any debt it may issue. As at January 31, 2018, the Company's shareholders' equity was \$60,381,766 (October 31, 2017: \$60,623,652). The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the exploration of its mineral properties. Therefore, the Company monitors the level of risk incurred in its mineral property expenditures relative to its capital structure which is comprised of working capital and shareholders' equity.

The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to facilitate the management of capital and the exploration of its mineral properties, the Company prepares annual expenditure budgets which are updated as necessary and are reviewed and periodically approved by the Company's Board of Directors. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms, option its mineral properties for cash and/or expenditure commitments from optionees, enter into joint venture arrangements, or dispose of mineral properties.

14. NON-CASH TRANSACTIONS

The following transactions have been excluded from the statement of cash flows:

During the three months ended January 31, 2018:

- Exploration and evaluation assets of \$191,801 were included in accounts payable and \$265,850 were included in due to related parties.
- Amortization of \$7,861 relating to equipment was included in exploration and evaluation assets.

During the three months ended January 31, 2017:

- Exploration and evaluation assets of \$683,063 were included in accounts payable and \$535,888 were included in due to related parties.
- Amortization of \$8,128 relating to equipment was included in exploration and evaluation assets.

15. LIABILITY AND INCOME TAX EFFECT ON FLOW-THROUGH SHARES

Funds raised through the issuance of flow-through shares are required to be expended on qualified Canadian mineral exploration expenditures, as defined pursuant to Canadian income tax legislation. The flow-through gross proceeds, less the qualified expenditures made to date, represent the funds received from flow-through share issuances that have not been spent.

Commerce Resources Corp.

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15. LIABILITY AND INCOME TAX EFFECT ON FLOW-THROUGH SHARES - continued

On August 12, 2016, the Company issued 5,800,421 shares on a flow-through basis at \$0.095 per share (see Note 9) for proceeds of \$551,040, and recognized a liability on flow-through shares of \$145,011. At October 31, 2017, the Company has incurred \$431,294 of qualified expenditures. The flow-through proceeds were be renounced under the Look-back Rule on December 31, 2016. The remaining flow-through expenditures were incurred prior to December 31, 2017.

	Issued on August 12, 2016
Balance, October 31, 2016	\$ 145,011
Settlement of flow-through share liability on incurring expenses	<u>(113,498)</u>
Balance, October 31, 2017	\$ 31,513
Settlement of flow-through share liability on incurring expenses	<u>(31,513)</u>
Balance, January 31, 2018	<u>\$ -</u>

16. SUBSEQUENT EVENTS

- i. On January 11, 2018, the Company entered into an exploration earn-in agreement with Saville Resources Inc. (“Saville”) on the Eldor Niobium claims wholly owned by the Company in Quebec. Under the exploration earn-in agreement, Saville has agreed to perform \$5M CAD of work on the Eldor Niobium claims over a five-year period to earn a 75% interest in the claims. The Company will receive a cash payment of \$25,000 upon signing (received) and a cash payment of \$225,000 following Exchange approval. The Company will retain a 2% Net Smelter Royalty (NSR) on production from some of the claims with a 1% NSR buyback for \$1M CAD, and a 1% NSR on the claims that are already subject to royalties. The agreement is subject to TSX-Venture Exchange approval.
- ii. On February 8, 2018, 3,730,000 stock options priced at \$0.15 expired.
- iii. Subsequent to January 31, 2018, 906,650 share purchase warrants priced at \$0.075 per share were exercised for gross proceeds of \$67,999.

Commerce Resources Corp.

Schedule I

Schedule of Resource Properties

For the three months ended January 31, 2018

Expressed in Canadian dollars

(Unaudited – prepared by management)

	Blue River Claims	Eldor Claims	Other Claims	Totals
Acquisition costs				
Balance, beginning of period	\$ 201,602	\$ 1,300,599	\$ 211,580	\$ 1,713,781
Staking	-	-	-	-
Balance, end of the period	201,602	1,300,599	211,580	1,713,781
Deferred exploration and development costs				
Balance, beginning of period	27,831,488	31,879,889	(205,692)	59,505,685
Amortization – field equipment and office	2,532	-	-	2,532
Assays and analytical	-	89,176	-	89,176
Community projects	-	-	-	-
Consulting	-	-	-	-
Engineering	-	-	-	-
Environmental and permitting	-	331	-	331
Field equipment rental	5,329	8,199	-	13,528
Field supplies	-	321	-	321
Food and accommodation	3,345	-	-	3,345
Fuel	-	68	-	68
Geology, mapping and drafting	-	29,046	-	29,046
Insurance	1,292	1,939	-	3,231
Metallurgy	-	-	-	-
Other	12,000	9,774	-	21,774
Project management	1,980	-	-	1,980
Travel and transport	804	10,775	-	11,579
	27,282	149,629	-	176,911
Proceeds from sale of claims	-	(25,000)	-	(25,000)
Balance, end of period	27,858,770	32,004,518	(205,692)	59,657,596
Total balance, end of period	\$ 28,060,372	\$ 33,305,117	\$ 5,888	\$ 61,371,377

Commerce Resources Corp.
Schedule of Resource Properties
For the year ended October 31, 2017
Expressed in Canadian dollars
(Unaudited – prepared by management)

Schedule I
Continued

	Blue River Claims	Eldor Claims	Other Claims	Totals
Acquisition costs				
Balance, beginning of year	\$ 201,602	\$ 1,300,599	\$ 211,580	\$ 1,713,781
Staking	-	-	-	-
Balance, end of the year	201,602	1,300,599	211,580	1,713,781
Deferred exploration and development costs				
Balance, beginning of year	27,731,208	31,015,763	(205,692)	58,541,279
Amortization – field equipment and office	32,513	-	-	32,513
Assays and analytical	-	127,011	-	127,011
Community projects	-	18,280	-	18,280
Consulting	-	2,400	-	2,400
Engineering	-	490	-	490
Environmental and permitting	-	464	-	464
Field equipment rental	-	96,342	-	96,342
Field supplies	63	18,561	-	18,624
Food and accommodation	13,668	13,419	-	27,087
Fuel	-	2,406	-	2,406
Geology, mapping and drafting	741	401,579	-	402,320
Insurance	5,491	8,240	-	13,731
Metallurgy	-	26,071	-	26,071
Other	44,500	1,375	-	45,875
Project management	2,516	-	-	2,516
Travel and transport	-	128,545	-	128,545
	99,492	845,183	-	944,675
Mining tax credits/adjustments	788	18,943	-	19,731
Balance, end of year	27,831,488	31,879,889	(205,692)	59,505,685
Total balance, end of year	\$ 28,033,090	\$ 33,180,488	\$ 5,888	\$ 61,219,466